

Company Number 2613471

THE COMPANIES ACT 1985
SPECIAL RESOLUTION
OF
ALCON COMPONENTS LIMITED

Passed 2nd February 1999

At an extraordinary general meeting of the above named Company duly convened and held on 2nd February 1999 the following Resolution was duly passed as a Special Resolution.

SPECIAL RESOLUTION

That the clause 3(x) in the Memorandum of Association be renumbered 3(y) and a new clause 3(x) be inserted as follows:

- "3(x) To guarantee support and/or secure either with or without consideration the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities, monies or shares or the performance of contracts or engagements of any company or person and in particular (but without prejudice to the generality of the foregoing) of any company which is, for the time being the company's holding company as defined by Section 736 of the Companies Act 1985 or another subsidiary, as defined by the said section of the company's holding company or otherwise associated with the company in business and to give indemnities and guarantees of all kinds and by way of security as aforesaid either with or without consideration to mortgage or charge the undertaking and all or any of the real and personal property and assets present or future, to issue debentures and debenture stock and collateral or further to secure any securities of the company by a Trust Deed or other assurance and to enter into partnership or any joint purse arrangement with any person, persons, firm or company."


CHAIRMAN

